

HERRICK, FEINSTEIN LLP  
 Stephen B. Selbst  
 Steven B. Smith  
 George V. Utlik  
 Silvia Stockman  
 Rachel Ginzburg (*Pro Hac Vice to be Submitted*)  
 2 Park Avenue  
 New York, New York 10016  
 (212) 592-1400  
 (212) 592-1500 (fax)  
[sselbst@herrick.com](mailto:sselbst@herrick.com)  
[ssmith@herrick.com](mailto:ssmith@herrick.com)  
[gutlik@herrick.com](mailto:gutlik@herrick.com)  
[sstockman@herrick.com](mailto:sstockman@herrick.com)  
[rginzburg@herrick.com](mailto:rginzburg@herrick.com)

*Proposed Counsel for Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
 EASTERN DISTRICT OF NEW YORK**

-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS HOLDINGS, INC.,	:	
	:	Case No.: 20-41559
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	Chapter 11
	:	
AMPLE HILLS ASTORIA, LLC,	:	Case No.: 20-41560
	:	
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	Chapter 11
	:	
AMPLE HILLS AVENTURA, LLC,	:	Case No.: 20-41561
	:	
Debtor.	:	

	:	
-----	X	
-----	X	
	:	
In re:	:	Chapter 11
	:	
AMPLE HILLS CHELSEA, LLC,	:	Case No.: 20-41562
	:	
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS CREAMERY, INC.,	:	
	:	Case No.: 20-41563
Debtors.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS ESSEX STREET MARKET, LLC,	:	
	:	Case No.: 20-41564
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS FIREBOAT HOUSE, LLC,	:	
	:	Case No.: 20-41565
Debtor.	:	
	:	
-----	X	

-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS GOWANUS, LLC,	:	
	:	Case No.: 20-41566
Debtor.	:	
	:	

-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS HIGHLINE, LLC,	:	
	:	Case No.: 20-41567
Debtor.	:	
	:	

-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS JERSEY CITY, LLC,	:	
	:	Case No.: 20-41568
Debtor.	:	
	:	
-----	X	

-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS LBV, LLS,	:	
	:	Case No.: 20-41569
Debtor.	:	
	:	

-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS MANUFACTURING, LLC,	:	
	:	Case No.: 20-41570
Debtor.	:	
	:	

-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS PPW, LLC,	:	
	:	Case No.: 20-41571
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS RED HOOK, LLC,	:	
	:	Case No.: 20-41572
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS VANDERBILT, LLC,	:	
	:	Case No.: 20-41573
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS WHOLESALE ONLINE, LLC,	:	
	:	Case No.: 20-41574
Debtor.	:	
	:	
-----	X	

**DEBTORS' MOTION FOR ORDER DIRECTING  
JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Ample Hills Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors” and each separately a “Debtor”), by and through their undersigned proposed counsel, respectfully submit this motion (the “Motion”), for entry of an order directing joint administration of the Debtors’ chapter 11 cases, substantially in the form annexed hereto as Exhibit “A” (the “Proposed Order”), and respectfully represent as follows:

### **Background**

1. On the date hereof (the “Petition Date”), the Debtors commenced these cases by each filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court.

2. The Debtors have continued in possession of their properties and are operating and managing their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. No request has been made for the appointment of a trustee or examiner, and a creditors’ committee has not been appointed by the Office of the United States Trustee for the Eastern District of New York (the “U.S. Trustee”).

4. The Bankruptcy Court and interested parties are respectfully referred to (i) the *Declaration of Phillip Brian David Smith Pursuant to Local Rule 1007-4 in Support of the First Day Motions*, dated March 15, 2020 (the “Smith Declaration”) and (ii) the *Declaration of Dan Scouler Pursuant to Local Rule 1007-2 in Support of the First Day Motions*, dated March 15, 2020 (the “Scouler Declaration” and, together with the Smith Declaration, the “First Day Declarations”)<sup>[1]</sup> for a detailed discussion regarding the Debtors, their operations, and the events leading to the filing of these chapter 11 cases (the “Chapter 11 Cases”)

---

<sup>[1]</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the First Day Declarations.

5. The Debtors are a widely-known ice cream manufacturer and distributor in the United States, with approximately ten (10) current retail locations, a manufacturing plant, and an online wholesale supplier. In connection with the Chapter 11 Cases, the Debtors seek to consummate the sale of all or substantially all of their assets (the “Sale”) pursuant to the *Debtors’ Motion Seeking Entry of an Order (I) (A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors’ Assets, (B) Authorizing the Selection of a Stalking Horse Bidder, (C) Approving Bid Protections, (D) Scheduling Auctions and Hearings to Consider Such Sale of Assets, (E) Approving Assumption and Assignment Procedures Related to Such Sale, and (F) Approving the Form and Manner of Related Notice; and (II) (A) Authorizing the Sale of Such Assets Free and Clear of Liens, Claims, Encumbrances, and Interest, (B) Authorizing and Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Such Sale, and (C) Granting Related Relief* (the “Sale Motion”), filed contemporaneously herewith or promptly following the date hereof, and as may be prescribed by the Bankruptcy Court in the Bidding Procedures Order (as defined in the Sale Motion).

### **Jurisdiction and Venue**

6. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 105(a) and 366 of the Bankruptcy Code and Rule 1015(b) of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”).

### **Relief Requested**

7. Bankruptcy Rule 1015(b) provides:

**Cases Involving Two or More Related Debtors.** If a joint petition or two or more petitions are pending in the same court by or against . . . a debtor and an affiliate,

the court may order a joint administration of the estates. Prior to entering an order the court shall give consideration to protecting creditors of different estates against potential conflicts of interest.

Fed. R. Bankr. P. 1015(b).

8. The Debtors in these Chapter 11 Cases are affiliated and related, but independent, entities. The Debtor Ample Hills Holdings, Inc. is the ultimate parent of all of the other Debtors. Therefore, joint administration of the Chapter 11 Cases is appropriate under Bankruptcy Rule 1015(b).

9. The joint administration of the Chapter 11 Cases will permit the Clerk of the Court to use a single general docket for each of the Debtors' cases and to combine notices to creditors and other parties in interest of the Debtors' respective estates. Indeed, the Debtors anticipate that numerous notices, applications, motions, other pleadings, hearings, and orders in the Chapter 11 Cases will affect all of the Debtors.

10. Joint administration will save time and money and avoid duplicative and potentially confusing filings by permitting counsel for all parties in interest to: (a) use a single caption on the numerous documents that will be served and filed herein; and (b) file the papers in one case rather than in multiple cases. Joint administration will also protect parties in interest by ensuring that parties in each of the Debtors' Chapter 11 Cases will be apprised of the various matters taking place before this Court in the Chapter 11 Cases.

11. The rights of the respective creditors of each of the Debtors will not be adversely affected by joint administration of the Chapter 11 Cases inasmuch as the relief sought is purely procedural and is in no way intended to affect any substantive rights. All creditors and other parties in interest will maintain whatever claims and rights they have against the Debtors' individual estates.

12. Section 101(2)(B) of the Bankruptcy Code defines an affiliate as a “corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor.” 11 U.S.C. § 101(2)(B).

13. Inasmuch as the Debtors’ businesses are interrelated, the Debtors’ best interests would be served by an order of joint administration entered in their respective Chapter 11 Cases in accordance with Bankruptcy Rule 1015(b). The rights of the Debtors’ respective creditors will not be adversely affected by the proposed joint administration because the Debtors will continue as separate and distinct legal entities. Moreover, each creditor may still file its claim against a particular bankruptcy estate. Entry of an order directing joint administration will result in reduced costs of administration, will facilitate administration of the Debtors’ respective Chapter 11 Cases, and will eliminate duplicative filings with the Court of various administrative and substantive pleadings, applications and motions, relieving the burden on the Court, the U.S. Trustee, and other parties in interest.

14. Joint administration is a procedural tool that promotes the fair and efficient administration of related cases of affiliated debtors. The Advisory Committee Note to Rule 1015 states:

Joint administration as distinguished from consolidation may include combining the estates by using a single docket for the matters occurring in the administration, including the list of filed claims, the combining of notices to creditors of the different estates and the joint handling of other purely administrative matters that may aid in expediting the cases and rendering the process less costly.



15. In this regard, the Debtors request that the caption of their Chapter 11 Cases should be modified to reflect the joint administration of these Chapter 11 Cases as follows:

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK**

-----	X
	:
In re:	: Chapter 11
	:
AMPLE HILLS HOLDINGS, INC.,	: Case No. 20- _____  ( )
	:
Debtors. <sup>1</sup>	: (Joint Administration Requested)
	:
-----	X

16. The Debtors submit that the use of this simplified caption, without reference to their respective states of incorporation and tax identification numbers, will eliminate cumbersome and confusing procedures and ensure a uniformity of pleading identification.

17. The Debtors further seek the Court's direction that a notation substantially similar to that below be made on the case dockets of each of the Debtors' Chapter 11 Cases to reflect the joint administration of the Chapter 11 Cases:

An order has been entered in this case consolidating this case with the case of Ample Hills Holdings, Inc., Case No. 20-[ ], for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 20-[ ] should be consulted for all matters affecting this case.

18. Additionally, the Debtors seek authority to file, where necessary, monthly operating reports on a consolidating basis as required by the U.S. Trustee if, in the Debtors' sole determination, after consultation with the U.S. Trustee, their prepetition secured lenders, and the

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Ample Hills Astoria, LLC (3001); Ample Hills Aventura, LLC (4022); Ample Hills Chelsea, LLC (1803); Ample Hills Creamery, Inc. (9650); Ample Hills Essex Street Market, LLC (8522); Ample Hills Fireboat House, LLC (6699); Ample Hills Gowanus, LLC (2450); Ample Hills Highline, LLC (0197); Ample Hills Jersey City, LLC (7428); Ample Hills LBV, LLC (6652); Ample Hills Manufacturing, LLC (5506); Ample Hills PPW, LLC (2968); Ample Hills Red Hook, LLC (4518); Ample Hills Vanderbilt, LLC (7255); Ample Hills Wholesale Online, LLC (3008).

creditors' committee (if a committee is appointed and chooses to serve in these Chapter 11 Cases), such consolidation of the monthly operating reports would be in the best interests of administrative economy and efficiency and would accurately reflect the Debtors' consolidated business operations and financial affairs.

19. The relief sought in this Motion is solely procedural, is not intended to affect substantive rights, and is commonly granted by this Court. See, e.g., In re East Coat TVs Inc., Case No. 18-40765 (ESS) [D.I.22] (Bankr. E.D.N.Y. Feb.16, 2018) (order directing joint administration of chapter 11 cases); In re E & J Macon LLC, Case No. 18-40321 (NHL) [D.I. 15] (Bankr. E.D.N.Y. Jan. 31, 2018) (same); In re Bracha Cab Corp., Case No. 17-46613 (NHL) [D.I. 16] (Bankr. E.D.N.Y. Jan. 19, 2018) (same); In re Avenica Inc., Case No. 17-41813 (ESS) [D.I. 123] (Bankr. E.D.N.Y. Aug 15, 2017) (same); In re Acme American Reparis, Inc., Case No. 17-42978 (NHL) [D.I. 42] (Bankr. E.D.N.Y. Aug. 4, 2017) (same); In re Courtland Habitats, Inc. f/k/a Sunny Habitats, Inc., Case No. 17-71523 (AST) [D.I. 57] (Bankr. E.D.N.Y. July 21, 2017).

### **Notice**

20. Notice of this Motion has been provided to: (i) the Office of the United States Trustee for the Eastern District of New York, Brooklyn Division, Attn: Nazar Khodorovsky, Esq. and Reema Lateef, Esq., 201 Varick Street, Suite 1006, New York, New York 10014; (ii) the Lender, Flushing Bank, 99 Park Ave., Ste 820, New York NY 10016, and its counsel, Certilman Balin Adler & Hyman LLP, Attn: Richard J. McCord, Esq., 90 Merrick Avenue, East Meadow, New York 11554; (iii) U.S. Small Business Administration (SBA), New York District Office, 26 Federal Plaza, Suite 31-00, New York, New York 10278; (iv) SC Corporation System, P.O. Box 29071, Glendale, CA 91209-9071; (v) Walt Disney Parks and Resorts U.S., Inc., 1375 East Buena Vista Drive, Lake Buena Vista, FL 32830; (vi) DLL Finance LLC, P.O. Box 2000, Johnston, IA

50131; (vii) any party whose interests are directly affected by the Motion; (viii) those persons who have formally appeared and requested notice and service in these Chapter 11 Cases pursuant to Bankruptcy Rules 2002 and 3017; (ix) the consolidated list of 30 largest unsecured creditors of the Debtors; (x) all other parties required to receive service under Local Rule 2002-2 and the Guidelines for First Day Motions adopted by the Board of Judges for the United States Bankruptcy Court for the Eastern District of New York. The Debtors respectfully submit that no other or further notice of the Motion is required or need be provided.

**No Prior Request**

21. No prior request for the relief sought herein has been made to this or any other court.

**WHEREFORE**, the Debtors respectfully request that this Court enter the Proposed Order granting the relief requested and such further relief as this Court may deem just and proper.

Dated: March 15, 2020  
New York, New York

Respectfully submitted,

HERRICK, FEINSTEIN LLP

By: /s/ Stephen B. Selbst  
Stephen B. Selbst  
Steven B. Smith  
George V. Utlik  
Silvia Stockman  
Rachel Ginzburg (*Pro Hac Vice to be Submitted*)  
2 Park Avenue  
New York, New York 10016  
(212) 592-1400  
(212) 592-1500 (fax)  
sselbst@herrick.com  
ssmith@herrick.com  
gutlik@herrick.com  
sstockman@herrick.com  
rginzburg@herrick.com

*Proposed Counsel for the Debtors and Debtors in Possession*

**EXHIBIT A**

**(Proposed Order)**

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK**

-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS HOLDINGS, INC.,	:	
	:	Case No.: 20-41559
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	Chapter 11
	:	
AMPLE HILLS ASTORIA, LLC,	:	Case No.: 20-41560
	:	
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	Chapter 11
	:	
AMPLE HILLS AVENTURA, LLC,	:	Case No.: 20-41561
	:	
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	Chapter 11
	:	
AMPLE HILLS CHELSEA, LLC,	:	Case No.: 20-41562
	:	
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
	:	
AMPLE HILLS CREAMERY, INC.,	:	
	:	Case No.: 20-41563
Debtors.	:	

	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS ESSEX STREET MARKET, LLC,	:	
	:	Case No.: 20-41564
Debtor.	:	
	:	
	:	
-----	X	

-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS FIREBOAT HOUSE, LLC,	:	
	:	Case No.: 20-41565
Debtor.	:	
	:	
	:	
-----	X	

-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS GOWANUS, LLC,	:	
	:	Case No.: 20-41566
Debtor.	:	
	:	
	:	
-----	X	
-----	X	

	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS HIGHLINE, LLC,	:	
	:	Case No.: 20-41567
Debtor.	:	
	:	
	:	
-----	X	
-----	X	

	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS JERSEY CITY, LLC,	:	

	:	Case No.: 20-41568
Debtor.	:	
	:	
-----	X	
	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS LBV, LLS,	:	
	:	Case No.: 20-41569
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS MANUFACTURING, LLC,	:	
	:	Case No.: 20-41570
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS PPW, LLC,	:	
	:	Case No.: 20-41571
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS RED HOOK, LLC,	:	
	:	Case No.: 20-41572
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11



AMPLE HILLS VANDERBILT, LLC,	:	
	:	Case No.: 20-41573
Debtor.	:	
	:	
-----	X	
-----	X	
	:	
In re:	:	
	:	Chapter 11
AMPLE HILLS WHOLESALE ONLINE, LLC,	:	
	:	Case No.: 20-41574
Debtor.	:	
	:	
-----	X	

### **ORDER DIRECTING JOINT ADMINISTRATION OF THESE CHAPTER CASES**

Upon the motion (the “Motion”)<sup>2</sup> of Ample Hills Holdings, Inc. and its above-captioned affiliated debtors and debtors in possession (collectively, the “Debtors”) for entry of an order directing joint administration of the Debtors’ chapter 11 cases, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and the Court having jurisdiction to consider the Motion in accordance with 28 U.S.C. §§157 and 1334; and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. §157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and the appearances of all interested parties having been noted in the record of the Hearing; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the

---

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

relief granted herein; and after due deliberation and sufficient cause appearing therefore; it is hereby

**ORDERED** that the Debtors' Chapter 11 Cases be, and hereby are, consolidated for purposes of joint administration only pursuant to Bankruptcy Rule 1015(b); and it is further

**ORDERED** that the caption for such cases as consolidated under the terms hereof shall read as follows:

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK**

-----	X
In re:	:
	:
	: Chapter 11
AMPLE HILLS HOLDINGS, INC.,	:
	:
	: Case No. 20-41559  (____)
Debtors. <sup>3</sup>	:
	:
	: (Joint Administration Requested)
	:
-----	X

; and it is further

**ORDERED** that entries shall be made by the Clerk of the Court on the original dockets of each of the Debtors' cases substantially as follows:

An order has been entered in this case consolidating this case with the case of Ample Hills Holdings, Inc., Case No. 20-41559, for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 20-[ ] should be consulted for all matters affecting this case.

; and it is further

---

<sup>3</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Ample Hills Astoria, LLC (3001); Ample Hills Aventura, LLC (4022); Ample Hills Chelsea, LLC (1803); Ample Hills Creamery, Inc. (9650); Ample Hills Essex Street Market, LLC (8522); Ample Hills Fireboat House, LLC (6699); Ample Hills Gowanus, LLC (2450); Ample Hills Highline, LLC (0197); Ample Hills Jersey City, LLC (7428); Ample Hills LBV, LLC (6652); Ample Hills Manufacturing, LLC (5506); Ample Hills PPW, LLC (2968); Ample Hills Red Hook, LLC (4518); Ample Hills Vanderbilt, LLC (7255); Ample Hills Wholesale Online, LLC (3008).

**ORDERED** that the Debtors may file a single monthly operating report as required by the Operating Guidelines and Reporting Requirement for Debtors in Possession and Trustees, issued by the Executive Office of United States Trustees (rev. 11/27/13) for the jointly administered debtors. However, the monthly operating report shall be filed on a consolidating (not consolidated) basis. The report shall contain on a consolidating basis the information required for each debtor that tracks and breaks out all of the specific information, e.g., receipts, disbursements, profit and loss statements, balance sheets and other required information on a debtor by debtor basis; and it is further

**ORDERED** that nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned chapter 11 cases.

Dated: Brooklyn, New York  
March \_\_, 2020

---

UNITED STATES BANKRUPTCY JUDGE